ARIZONA CORPORATION COMMISSION UTILITIES DIVISION RECEIVED

APR 15 2004

ANNUAL REPORT MAILING LABEL – MAKE CHANGE OF UTILITIES

W-01045A Cottonwood Water Works, Inc. 1042 N. Main Street Cottonwood AZ 86326

ANNUAL REPORT

FOR YEAR ENDING

12 31 2003

FOR COMMISSION USE

Ann04 03

Dennis, Schmich & Co., Ltd.

Certified Public Accountants

Member of the AICPA Private Companies Practice Section

Telephone (602) 265-5900

3839 North Third Street Suite 305 Phoenix, Arizona 85012

Board of Directors Cottonwood Water Works, Inc. Cottonwood, Arizona

We have compiled the balance sheets and statements of income and expense of Cottonwood Waterworks, Inc. as of December 31, 2003 and 2002, and for the years then ended included in the accompanying prescribed form of Arizona Corporation Commission Utilities Division Annual Report of Cottonwood Water Works, Inc. in accordance with Statements on Standards for Accounting and Review Services issued by the American Institute of Certified Public Accountants. We have also compiled the supplementary information on pages 3 through 6 and pages 16 through 18.

Our compilation was limited to presenting in the form prescribed by the Arizona Corporation Commission Utilities Division, information that is the representation of management. We have not audited or reviewed the financial statements and supplementary information referred to above and, accordingly, do not express an opinion or any other form of assurance on them.

These financial statements and supplemental information are presented in accordance with the requirements of the Arizona Corporation Commission Utilities Division, which differ from accounting principles generally accepted in the United States of America. Accordingly, these financial statements are not designed for those who are not informed about such differences.

The supplementary information on pages 10 through 15 and page 19 contained in the accompanying prescribed form has not been audited, reviewed or compiled by us and, accordingly, we assume no responsibility for that information.

March 15, 2004

Dennis, 5 chnich & Co., Ltd

COMPANY INFORMATION

(City) (State) (928) 634-5559 (928) 634-5962 Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cell No Email Address cww@sedona.net Local Office Mailing Address same as above (Street) (City) (State) (City) Local Office Telephone No. (Include Area Code) Fax No. (Include Area Code) Pager/Cel Email Address MANAGEMENT INFORMATION Management Contact: Charles D. Garrison (Name) 1042 N. Main Street Cottonwood Arizona (Street) (City) (State)	
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Please mark this box if the above address(es) have changed or are updated since the last filing.

Statutory Agent:	Charles D. Garrison		
1042 N. Main Street	(Name) Scottsdale	Arizona	86326
1042 N. Main Suect			
(Street) (928) 634-5559	(City) (928) 634-5962	(State)	(Zip)
	` '		<u> </u>
Telephone No. (Include Area Code)	Fax No. (Include Area Code	Pager/Cell No	o. (Include Area Code)
Attorney: Richard L. Sallquis			
2525 E. Arizona Biltmore C	(Name) Fircle, Ste. 117 Phoenix, AZ 8501	6	
(Street)	(City)	(State)	(Zip)
(602) 224-9222	(602) 224-9366		
Telephone No. (Include Area Code)	Fax No. (Include Area Code)	Pager/Cell No.	(Include Area Code)
	OWNERSHIP INFORMAT	ION	
Check the following box that applie	es to your company:		
Sole Proprietor (S)	C Corporation	(C) (Other than A	Association/Co-op
Partnership (P)	Subchapter S (Corporation (Z)	
Bankruptcy (B)	Association/Co	op (A)	
Receivership (R)	Limited Liabili	ity Company	
Other (Describe)			
	COUNTIES SERVED		
Check the box below for the county	/ies in which you are certificated to	provide service:	
ДАРАСНЕ	☐ COCHISE	□ c o	CONINO
☐ GILA	☐ GRAHAM	☐ GR	REENLEE
☐ LA PAZ		MO	OHAVE
☐ NAVAJO	☐ PIMA	PII	NAL
☐ SANTA CRUZ	⊠ YAVAPAI	□ YU	MA

UTILITY PLANT IN SERVICE

Acct.		Original	Accumulated	O.C.L.D.
No.	DESCRIPTION	Cost (OC)	Depreciation	(OC less AD)
			(AD)	
301	Organization	\$ 3,343	\$ 805	\$ 2,538
302	Franchises	5,077		5,077
303	Land and Land Rights	48,467		48,467
304	Structures and Improvements	134,127	106,265	27,862
307	Wells and Springs	368,600	82,099	286,501
311	Pumping Equipment	389,999	124,728	265,271
320	Water Treatment Equipment	16,390	8,801	7,589
330	Distribution Reservoirs and Standpipes	785,320	185,555	599,765
331	Transmission and Distribution Mains	5,012,476	1,509,187	3,503,289
333	Services	441,435	152,119	289,316
334	Meters and Meter Installations	770,898	378,749	392,149
335	Hydrants	466,891	89,710	377,181
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment			
340	Office Furniture and Equipment	66,963	65,009	1,954
341	Transportation Equipment	130,507	79,285	51,222
343	Tools, Shop and Garage Equipment	45,181	42,940	2,241
344	Laboratory Equipment			
345	Power Operated Equipment			
346	Communication Equipment	12,821	10,424	2,397
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	TOTALS	\$ 8,698,495	\$ 2,835,676	\$ 5,862,819

This amount goes on the Balance Sheet Acct. No. 108

CALCULATION OF DEPRECIATION EXPENSE FOR CURRENT YEAR

Acct.		Original	Depreciation	Depreciation
No.	DESCRIPTION	Cost (1)	Percentage	Expense
			(2)	(1x2)
301	Organization	\$ 3,343	20.0%	\$ -
302	Franchises	5,077		
303	Land and Land Rights	48,467	·	
304	Structures and Improvements	134,127	4.0%	4,909
307	Wells and Springs	368,600	3.1%	10,812
311	Pumping Equipment	389,999	2.4%	12,223
320	Water Treatment Equipment	16,390	5.0%	574
330	Distribution Reservoirs and Standpipes	785,320	4.0%	15,643
331	Transmission and Distribution Mains	5,012,476	2.8%	131,634
333	Services	441,435	3.3%	13,121
334	Meters and Meter Installations	770,898	3.4%	24,495
335	Hydrants	466,891	4.0%	8,392
336	Backflow Prevention Devices			
339	Other Plant and Misc. Equipment			
340	Office Furniture and Equipment	66,963	14.0%	3,196
341	Transportation Equipment	130,507	20.0%	7,791
343	Tools, Shop and Garage Equipment	45,181	7.7%	1,057
344	Laboratory Equipment			
345	Power Operated Equipment			
346	Communication Equipment	12,821	7.7%	526
347	Miscellaneous Equipment			
348	Other Tangible Plant			
	Less amortization of CIAC			(26,783)
	TOTALS	\$ 8,698,495		\$ 207,590

This amount goes on Comparative Statement of Income and Expense Acct. No. 403

^{*}Depreciation expense % calculated on an average of allowable rates for asset category

BALANCE SHEET

ACCT. NO.		BE	LANCE AT EGINNING OF YEAR	LANCE AT END OF YEAR
	ASSETS			
	CURRENT AND ACCRUED ASSETS			
131	Cash	\$	37,072	\$ 84,080
134	Working Funds			
135	Temporary Cash Investments		492,839	521,730
141	Customer Accounts Receivable		109,365	132,388
146	Notes/Receivables from Associated Companies			
151	Plant Material and Supplies			
162	Prepayments		4,392	12,768
174	Miscellaneous Current and Accrued Assets	-	21,081	21,08
	TOTAL CURRENT AND ACCRUED ASSETS	\$	664,749	\$ 772,047
	FIXED ASSETS			
101	Utility Plant in Service	\$	8,473,190	\$ 8,698,495
103	Property Held for Future Use			
105	Construction Work in Progress			
108	Accumulated Depreciation - Utility Plant		(2,609,344)	(2,835,676
121	Non-Utility Property		23,334	23,334
122	Accumulated Depreciation - Non Utility			
	TOTAL FIXED ASSETS	\$	5,887,180	\$ 5,886,153
	TOTAL ASSETS	\$	6,551,929	\$ 6,658,200

Note: The Assets on this page should be equal to Total Liabilities and Capital on the following page.

BALANCE SHEET (CONTINUED)

ACCT. NO.	LIABILITIES	BALANCE AT BEGINNING OF YEAR	BALANCE AT END OF YEAR
	LIABILITIES		
	CURRENT LIABILITIES		
231	Accounts Payable	\$ 36,024	\$ 46,610
232	Notes Payable (Current Portion)		
234	Notes/Accounts Payable to Associated Companies		
235	Customer Deposits	67,662	69,398
236	Accrued Taxes	33,821	27,215
237	Accrued Interest		
241	Miscellaneous Current and Accrued Liabilities	108,779	85,724
	TOTAL CURRENT LIABILITIES	\$ 246,286	\$ 228,947
	LONG-TERM DEBT (Over 12 Months)		
224	Long-Term Notes and Bonds	s	S
227	Long-1 crim rvotes and Bonds		
	DEFERRED CREDITS		
251	Unamortized Premium on Debt	\$	\$
252	Advances in Aid of Construction	2,995,102	3,042,791
255	Accumulated Deferred Investment Tax Credits		
271	Contributions in Aid of Construction	846,542	937,407
272	Less: Amortization of Contributions	(166,477)	
281	Accumulated Deferred Income Tax	276,000	265,000
	TOTAL DEFERRED CREDITS	\$ 3,951,167	\$ 4,051,938
	TOTAL LIABILITIES	\$ 4,197,453	\$ 4,280,885
	CAPITAL ACCOUNTS		
201	Common Stock Issued	\$ 269,100	\$ 269,100
211	Paid in Capital in Excess of Par Value	77,000	
215	Retained Earnings	2,008,376	
218	Proprietary Capital (Sole Props and Partnerships)		
	TOTAL CAPITAL	\$ 2,354,476	\$ 2,377,315
	TOTAL LIABILITIES AND CAPITAL	\$ 6,551,929	\$ 6,658,200

COMPARATIVE STATEMENT OF INCOME AND EXPENSE

Acct. No.	OPERATING REVENUES	PR	OR YEAR	CURRENT YEAR
461	Metered Water Revenue	\$	1,212,347	\$ 1,190,90
460	Unmetered Water Revenue			
474	Other Water Revenues		46,414	52,89
	TOTAL REVENUES	\$	1,258,761	\$ 1,243,79
	OPERATING EXPENSES			
601	Salaries and Wages	\$	427,110	433,32
610	Purchased Water			
615	Purchased Power		170,268	174,20
618	Chemicals		6,174	7,71
620	Repairs and Maintenance		56,631	54,38
621	Office Supplies and Expense		54,911	53,83
630	Outside Services		50,750	30,76
635	Water Testing		11,201	12,40
641	Rents			
650	Transportation Expenses		20,271	22,13
657	Insurance - General Liability		18,571	18,75
659	Insurance - Health and Life		86,232	79,90
666	Regulatory Commission Expense - Rate Case			
675	Miscellaneous Expense		6,568	4,50
403	Depreciation Expense		205,627	207,59
408	Taxes Other Than Income		2,303	2,71
408.11	Property Taxes		56,920	48,61
409	Income Tax		51,981	11,56
	TOTAL OPERATING EXPENSES	\$	1,225,518	1,162,41
· · · · · · · · · · · · · · · · · · ·	OTHER INCOME/EXPENSE	<u> </u>		
419	Interest and Dividend Income	\$	7,326	3,89
421	Non-Utility Income			(18,18
426	Miscellaneous Non-Utility Expenses		(8,819)	
427	Interest Expense		(3,833)	(3,88
	TOTAL OTHER INCOME/EXP	\$	(5,326)	(18,17
	NET INCOME/(LOSS)	\$	27,917	\$ 63,20

COMPANY NAME

SUPPLEMENTAL FINANCIAL DATA Long-Term Debt

	LOAN #1	LOAN #2	LOAN #3	LOAN #4
Date Issued			·	
Source of Loan				
ACC Decision No.				
Reason for Loan				
Dollar Amount Issued	\$	\$	\$	\$
Amount Outstanding	\$	\$	\$	\$
Date of Maturity				
Interest Rate				
Current Year Interest	\$	\$	\$	\$
Current Year Principle	\$	\$	\$	\$

Meter Deposit Balance at Test Year End	\$ 5,410	
Meter Deposits Refunded During the Test Year	\$ 1,500	
——————————————————————————————————————		

WATER COMPANY PLANT DESCRIPTION

WELLS

ADWR ID Number*	Pump Horsepower	Pump Yield (Gpm)	Casing Depth (Feet)	Casing Diameter (Inches)	Meter Size (inches)	Year Drilled
55-580166	20	200	505	12	3	2000
55-609080	15	150	Unknown	7	3	1920
55-609079	20	180	Unknown	7	3	1920
55-609078	75	260	835	12 & 18	4	1930
55-550414	150	670	800	12 & 16	6	1997
55-609076	5	50	Unknown	5	2	1920

Arizona Department of Water Resources Identification Number

OTHER WATER SOURCES

Name or Description	Capacity (gpm)	Gallons Purchased or Obtained (in thousands)
Haskell Spring (Intermittent)	Various	None
flowed last time in 1994		

BOOSTER PUMPS		FIRE HYD	RANTS
Horsepower	Quantity	Quantity Standard	Quantity Other
10	5	406	68
25	2		
60	1		

STORAGE TANKS		PRESSUR	E TANKS
Capacity	Quantity	Capacity	Quantity
100,000	1	5,000	2
300,000	1	8,000	2
500,000	1	10,000	1
550,000	1		

WATER COMPANY PLANT DESCRIPTION

WELLS

ADWR ID Number*	Pump Horsepower	Pump Yield (Gpm)	Casing Depth (Feet)	Casing Diameter (Inches)	Meter Size (inches)	Year Drilled
55-609075	60	240	160	10	3	1972
55-609074	30	180	505	10	3	1972
55-530748	60	320	900	12	6	1991
55-609073	3	10	135	10	6	1961
55-503444	75	370	160	14	6	1982
55-609072	60	150	925	8	4	1957

Arizona Department of Water Resources Identification Number

OTHER WATER SOURCES

Name or Description	Capacity (gpm)	Gallons Purchased or Obtained (in thousands)

BOOSTER PUMPS		FIRE HYD	FIRE HYDRANTS		
Horsepower	Quantity	Quantity Standard	Quantity Other		
	1				

STORAGE TAN	STORAGE TANKS		E TANKS
Capacity	Quantity	Capacity	Quantity
750,000	1		
1,000,000	1		

WATER COMPANY PLANT DESCRIPTION (CONTINUED)

MAINS

Size (in inches)	Material	Length (in feet)
2		
3		
4	Various	140,250
5		
6		
8		
10	Various	285,078
12		

CUSTOMER METERS

Size (in inches)	Quantity
5/8 X ³ / ₄	4,423
3/4	
1	150
1 1/2	57
2	66
Comp. 3	
Turbo 3	
Comp. 4	1
Tubo 4	
Comp. 6	1
Tubo 6	

For the following three items, list the utility owned assets in each category.

TREATMENT EQUIPMENT:

STRUCTURES:

OTHER:

WATER USE DATA SHEET BY MONTH FOR CALENDAR YEAR 2003

MONTH	NUMBER OF CUSTOMERS	GALLONS SOLD	GALLON PUMPED (Thousands)
JANUARY	4,529	40,206,000	
FEBRUARY	4,530	34,609,000	
MARCH	4,538	34,364,000	
APRIL	4,560	50,526,000	
MAY	4,560	52,128,000	
JUNE	4,564	71,259,000	
JULY	4,597	79,116,000	
AUGUST	4,600	62,097,000	
SEPTEMBER	4,602	57,404,000	
OCTOBER	4,609	61,862,000	
NOVEMBER	4,598	41,631,000	
DECEMBER	4,600	39,909,000	
	TOTAL	N/A	668,112,000

Is the Water Utilit	y located in an ADWF	R Active Managemen	nt Area (AMA	A)?
() Yes	(x) No			
Does the Compan	y have An ADWR Gal	lons Per Capita Per	Day (GPCP)	D) requirement?
() Yes	(x) No			
If yes, provide the	GPCPD amount:		_	
What is the level of (If more than one well, ple	of arsenic for each well ase list each separately)	on your system.	.002025	_mg/l

Note: If you are filing for more than one system, please provide separate data sheets for each system.

COMPANY NAME	COTTONWOOD WATERWORKS, INC. YE	CAR ENDING 12/31/2003			
	PROPERTY TAXES				
Amount of actual property	taxes paid during Calendar Year 2003 was: \$52,	765.90			
Attach to this annual report property tax payments) of	Attach to this annual report proof (e.g. property tax bills stamped "paid in full" or copies of cancelled checks for property tax payments) of any and all property taxes paid during the calendar year.				
If no property taxes paid, e	explain why				
	,				

COTTONWOOD WATER WORKS, INC.	×-10 - 660	40946
PAY TO THE ORDER OF ROSS D. JACOBS, YAVAPA COUNTY) TWENTY FOUR THOUSAND THREE HUNDRED P	REASURER	DOLLARS A =
THE STOCKMEITS BANK CALIFORNIA FOR	Charles	D. Harrison
#O40946# \$12210504	54 1701000083#	4000 24 30 58 74

Ck# 40946

Date 10/30/03 Amt \$24,305.87

COTTONWOOD WATER WORKS, INC. 1042 N. MAIN COTTONWOOD, AZ 86326 (928) 634-5559 PAY TO THE ORDER OF ROSS D. JACOBS, YAVENER COU	on These	CER	40228 4/28/03 - 91:504/1221 1 \$ 78,460 83
TWENTY EIGHT MOUSAND FORE HUNDING THE STOCKMENS BANK CALMORINA FOR	<u>05x7y+</u> 	Charles De	DOLLARS @ \

Ck# 40228

Date 05/01/03 Amt \$28,460.03/

INCOME TAXES

For this reporting period, provide the following:		RECEIVED
Federal Taxable Income Reported	44,391	RECEIVED
Estimated or Actual Federal Tax Liability	6,659	APR 15 2004
State Taxable Income Reported	82,674	AZ CORPORATION COMMISSIO
Estimated or Actual State Tax Liability Amount of Grossed-Up Contributions/Advances:	5,761	DIRECTOR OF UTILITIES
Amount of Contributions/Advances		
Amount of Gross-Up Tax Collected Total Grossed-Up Contributions/Advances		

Decision No. 55774 states, in part, that the utility will refund any excess gross-up funds collected at the close of the tax year when tax returns are completed. Pursuant to this Decision, if gross-up tax refunds are due to any Payer or if any gross-up tax refunds have already been made, attach the following information by Payer: name and amount of contribution/advance, the amount of gross-up tax collected, the amount of refund due to each Payer, and the date the Utility expects to make or has made the refund to the Payer.

CERTIFICATION

The undersigned hereby certifies that the Utility has refunded to Payers all gross-up tax refunds reported in the prior year's annual report. This certification is to be signed by the President or Chief Executive Officer, if a corporation; the managing general partner, if a partnership; the managing member, if a limited liability company or the sole proprietor, if a sole proprietorship.

SICNATIDE

SIGNALUKE

PRINTED NAME

3/30/04

DATE

TITLE

VERIFICATION AND

RECEIVED

SWORN STATEMENT Intrastate Revenues Only

APR 15 2004

VERIFICATION
STATE OF _Arizona_
I, THE UNDERSIGNED

OF THE

Intrastate Actionals Only	AZ CORPORATION COMMISSIO
	DIRECTOR OF UTILITIES
Yayanai	- UILLIES
NAME (OWNER OR OFFICIAL) TITLE	
Charles D. Garrison, President	
COMPANY NAME	
Cottonwood Waterworks, Inc.	

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA COPRORATION COMMISSION

FOR THE YEAR ENDING

MONTH DAY YEAR
12 31 2003

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENT OF TITLE 40, ARTICLE 8, SECTION 40-401, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS DURING CALENDAR YEAR 2003 WAS:

Arizona IntraState Gross Operating Revenues Only (\$)
\$_1,347,575

(THE AMOUNT IN BOX ABOVE INCLUDES __\$100,017____ IN SALES TAXES BILLED, OR COLLECTED

**REVENUE REPORTED ON THIS PAGE MUST INCLUDE SALES TAXES BILLED OR COLLECTED. IF FOR ANY OTHER REASON, THE REVENUE REPORTED ABOVE DOES NOT AGREE WITH TOTAL OPERATING REVENUES ELSEWHERE REPORTED, ATTACH THOSE STATEMENTS THAT RECONCILE THE DIFFERENCE. (EXPLAIN IN DETAIL)

Mailer S. Hann GRATURE OF OWNER OR OFFICIAL 928-634-5559

SUBSCRIBED AND SWORN TO BEFORE ME

A NOTARY PUBLIC IN AND FOR THE COUNTY OF

THIS

(30世 DAY OF

COUNTY NAME Vava

MONTH March

SIGNATURE OF NOTARY PUBLIC

Notary Public State of Arizona

1 Yavanan Kaling 1 Santa A Grimes 1 Santa A Gr

Notary Public State of Arizona
Yavapai County
Martha A Grimes
Expires January 25, 2006

VERIFICATION AND **SWORN STATEMENT** RESIDENTIAL REVENUE

RECEIVED

APR 15 2004

VERIFICATION

STATE OF ARIZONA

I. THE UNDERSIGNED

INTRASTATE REVENUES ONLY

INTRASTATE REVENUES ONLY		CORPORATION COMMISSION DIRECTOR OF UTILITIES	
(COUNTY NAME)	Yavapai	THE STOR OF UILLIES	
NAME (OWNER OR OFFICIAL)	Charles D. Garrison	тить President	
COMPANY NAME COtto	nwood Waterworks, Inc.		

OF THE

DO SAY THAT THIS ANNUAL UTILITY REPORT TO THE ARIZONA CORPORATION COMMISSION

MONTH DAY YEAR FOR THE YEAR ENDING 31 2003 12

HAS BEEN PREPARED UNDER MY DIRECTION, FROM THE ORIGINAL BOOKS, PAPERS AND RECORDS OF SAID UTILITY; THAT I HAVE CAREFULLY EXAMINED THE SAME, AND DECLARE THE SAME TO BE A COMPLETE AND CORRECT STATEMENT OF BUSINESS AND AFFAIRS OF SAID UTILITY FOR THE PERIOD COVERED BY THIS REPORT IN RESPECT TO EACH AND EVERY MATTER AND THING SET FORTH, TO THE BEST OF MY KNOWLEDGE, INFORMATION AND BELIEF.

SWORN STATEMENT

IN ACCORDANCE WITH THE REQUIREMENTS OF TITLE 40, ARTICLE 8, SECTION 40-401.01, ARIZONA REVISED STATUTES, IT IS HEREIN REPORTED THAT THE GROSS OPERATING REVENUE OF SAID UTILITY DERIVED FROM ARIZONA INTRASTATE UTILITY OPERATIONS RECEIVED FROM RESIDENTIAL CUSTOMERS DURING CALENDAR YEAR 2003 WAS:

ARIZONA INTRASTATE GROSS OPERATING REVENUES	(THE AMOUNT IN BOX AT LEFT INCLUDES \$90,115	
\$1,210,296	IN SALES TAXES BILLED, OR COLLECTED	

*RESIDENTIAL REVENUE REPORTED ON THIS PAGE MUST INCLUDE SALES TAXES BILLED.

SUBSCRIBED AND SWORN TO BEFORE ME A NOTARY PUBLIC IN AND FOR THE COUNTY OF 30岁 2004 **THIS DAY OF** Notary Public State of Arizona

(SEAL)

Yavapai County Mertha A Grimes Expires January 25, 2006

MY COMMISSION EXPIRES January 25,200